

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

	X	
AXION POWER INTERNATIONAL, INC.,	:	
WILLIAM AND TRACY AHEARN, h/w,	:	
SALLY FONNER, and	:	CIVIL ACTION
JAMES SMITH, M.D.	:	NUMBER
Plaintiffs	:	
	:	07 CV 11493
-against-	:	
	:	JURY TRIAL
MERCATUS & PARTNERS, LTD.,	:	DEMANDED
CARI MASI a/k/a CARY MASI	:	
BANCA MB S.p.A.,	:	DECLARATION OF
DWIGHT PARSCALE,	:	ALAN S. FELLHEIMER
STEPHANO CEVOLO,	:	IN OPPOSITION TO
	:	CEVOLO'S MOTION TO
Defendants.	:	DISMISS
	X	

ALAN S. FELLHEIMER, pursuant to 28 U.S.C. § 1746, declares under penalties of perjury as follows:

I am a member of the Bar of this Court and a partner of the law firm of Fellheimer & Eichen LLP, counsel for all Plaintiffs. I submit this Declaration in support of Plaintiffs' Memorandum of Law in Opposition to Defendant Stephano Cevolo's Motion to Dismiss Plaintiffs' Amended Complaint, and to place before the Court (pursuant to Section 5.2 of the Electronic Case Filing and Rules & Instructions for the Southern District of New York) a true and correct copy of relevant excerpts of the following documents:

Exhibit

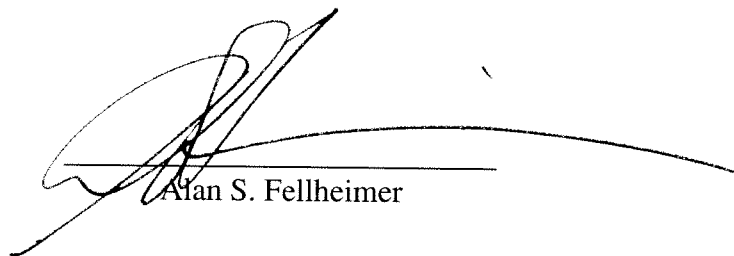
- A. Letter from Defendant Stephano Cevolo to Cari Masi dated April 30, 2008

and the following Exhibits attached to Plaintiffs' Amended Complaint already filed with the Court:

Exhibit

- A. – H. SICAV One Securities Purchase Agreements and SICAV Two Securities Purchase Agreements for the Individual Plaintiffs
- J. Letter from Defendant Stephano Cevolo to Plaintiffs dated January 13, 2008
- P. Emails from Defendant Stephano Cevolo to Plaintiffs

Dated: August 26, 2008



Alan S. Fellheimer